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June 5, 2007

**Re: In re Delta Air Lines, Inc. (Ad Hoc Committee of Kenton County  
Bondholders v. Delta Air Lines, Inc., et al.), 07-cv-4148 (DC)**

The Honorable Denny Chin  
United States District Judge  
United States Courthouse  
500 Pearl Street  
New York, NY 10007

Dear Judge Chin:

This firm is counsel to Delta Air Lines, Inc. ("**Delta**") and certain of its subsidiaries (collectively, the "**Debtors**") in connection with their chapter 11 cases and the above-captioned appeal (the "**Appeal**"). White & Case LLP is counsel to the Ad Hoc Committee of Kenton County Bondholders (the "**Appellants**") in connection with the above captioned appeal. We write jointly to advise Your Honor of the procedural history of the Appeal and to request that Your Honor transfer the Appeal to Hon. John G. Koeltl in the interests of efficiency and judicial economy.

The Appeal is from an order of the Bankruptcy Court dated April 25, 2007 (the "**Order**"), which Order confirmed the Debtors' Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (the "**Plan**"). The issues presented on Appeal are interconnected with those presented in a companion appeal also filed by the Appellants (the "**Settlement Appeal**"). As described below, Judge Koeltl has already had significant involvement with the Settlement Appeal and the Appeal.

The Settlement Appeal is from an order of the Bankruptcy Court dated April 24, 2007 (the "**Settlement Order**"). On April 25, 2007, the Appellants filed their notice of appeal of the Settlement Order, together with an emergency motion to expedite the Settlement Appeal. On April 27, 2007, the Appellants filed with the District Court a motion for a stay of the Settlement Order pending

The Honorable Denny Chin

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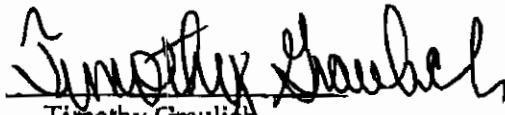
filed with the District Court a motion for a stay of the Settlement Order pending the outcome of the Settlement Appeal. Both motions were assigned to Judge Koeltl. After significant and expedited briefing (approximately 140 pages of briefs and over 1,000 pages of exhibits – including bond indentures, hearing transcripts and deposition transcripts – were submitted to Judge Koeltl by the various parties over a five-day period), Judge Koeltl heard oral argument with respect to the stay motion and denied such motion by order dated May 2, 2007. Thereafter, the motion for an expedited appeal was resolved consensually by the parties by the negotiation of a scheduling stipulation. At a telephone conference on May 17, 2007, Judge Koeltl indicated that the scheduling stipulation would be signed and set oral argument for the Settlement Appeal for July 27, 2007 at 2:00 PM, a time agreeable to all constituencies, including Judge Koeltl. The scheduling stipulation covers both the Settlement Appeal and the Appeal. Notably, the scheduling stipulation provides that briefing on the Appeal is suspended until after a final resolution of the Settlement Appeal and that, if the Settlement Order is finally affirmed on appeal, that the Appeal shall be dismissed “irrevocably and with prejudice.” A copy of the scheduling stipulation is attached hereto.

In view of the scheduling stipulation and Judge Koeltl’s considerable existing familiarity with the subject matter, record and issues on the Appeal, we request that the Appeal be transferred to Judge Koeltl.<sup>1</sup> We have discussed the requested relief with counsel for the Kenton County Airport Board, UMB Bank, N.A., as Trustee and the Post-Effective Date Committee (collectively, together with Delta, the “Appellees”), who concur in this request.

Should you have any questions or concerns, please do not hesitate to contact the undersigned. Thank you for your consideration in this matter.

Respectfully submitted,

DAVIS POLK &amp; WARDWELL

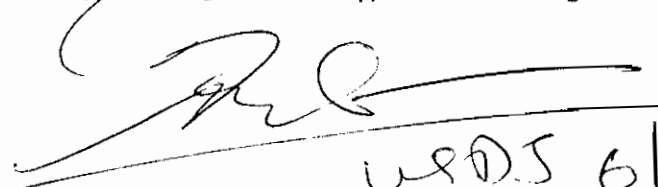
By:   
Timothy Graulich

WHITE &amp; CASE LLP

By: 

With Judge  
Koeltl's consent,  
this application is  
GRANTED.  
SO ORDERED.

<sup>1</sup> The Settlement Appeal was recently assigned to Hon. Victor Marrero. By letter dated May 29, 2007, Delta and the Appellants requested that Judge Marrero transfer the Settlement Appeal to Judge Koeltl. A copy of the letter to Judge Marrero is also attached hereto.

  
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cc: The Honorable John G. Koeltl (by fax)  
The Honorable Victor Marrero (by fax)  
Abid Qureshi, Esq. (by fax and email)  
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